

BY-LAWS OF BIRMINGHAM FRIENDS OF OLD TIME MUSIC AND DANCE

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ARTICLE I: Name of Organization

The name of the organization shall be Birmingham Friends of Old Time Music and Dance (hereafter referred to in these Bylaws as "Birmingham Footmad").

ARTICLE II: Purpose of Organization

Footmad Birmingham is a community of people who enjoy, promote and desire to preserve traditional music, dance and song. The activities of Birmingham Footmad shall include, but are not limited to:

- a. Promoting the knowledge of, and encouraging the practice of the traditional and historic music and dances of North America.
- b. Encouraging the development and practice of contemporary music and dances which flow from these traditions.
- c. Conducting classes, parties, workshops and music and dance events.
- d. Training teachers, musicians and leaders in these traditions.
- e. Publicizing Birmingham Footmad objectives and activities.
- f. Working with The Country Dance and Song Society, Inc. (CDSS) and other groups whose objectives are compatible with those of Footmad.
- g. Seeking and administering gifts and grants to support Birmingham Footmad activities and objectives.
- h. Participate in the evolution of traditional music, dance and song.

ARTICLE III: Membership

- a. The authority for defining membership lies with the Board of Directors ("Board"). Membership shall consist of dancers, callers, band members, and others who are legitimately involved with the Birmingham contra dance community. The Board or a membership committee it may appoint from time to time shall set classes of membership, dues, and rights of members.
- b. Birmingham Footmad membership is open to all individuals regardless of race, ethnicity, national origin, sexual orientation, political or religious affiliation or other matters unrelated to the purpose of the organization. The Board reserves the right to reprimand

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unacceptable behavior at Birmingham Footmad events and to suspend or revoke membership from individuals whose conduct is incompatible with the organization's goals.

- c. All members are eligible and encouraged to attend and participate in all public organizational meetings and events.

ARTICLE IV: Board of Directors

Responsibility for management and administration of the artistic, operational, and financial affairs of Birmingham Footmad, Inc., shall be vested in a Board, hereinafter referred to as the "Board." The Board is responsible for maintaining the organization as a non-profit corporation under the laws of Alabama.

- a. The Board shall consist of nine or eleven members.
- b. The standard term of office of all members shall be three years, beginning as of January 1st following their election to the Board Committee. No member of the Board shall be eligible for election for more than two consecutive terms, but may be re-elected after a lapse of one year.
- c. At least three (3) members' terms of office shall expire each year.
- d. A member of the Board may resign at any time by giving written notification to the President of the Board. Notice of resignation shall be effective immediately upon receipt, unless such notice specifies a later date.
- e. In the event of a vacancy on the Board, the remaining members may exercise the power to appoint a member to fill the vacancy until the next scheduled election, at which time a candidate may be nominated for the remaining years of the original three-year term.
- f. The Board will meet at least four (4) times each year. Meetings of the Board are open to the membership. The meeting dates will be announced to the membership via means of group communication approved by the Board.
- g. A quorum of five Board members at a regularly scheduled or specially called meeting is needed to make binding decisions.
- h. An absent Board member may send her/his vote by proxy on a specific issue before the Board. Such proxy availability shall not be counted when determining quorum.
- i. Meetings of the Board shall be conducted in a spirit of cooperation. Should questions or disputes as to procedure arise, they shall be settled by reference to the most recent

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available edition of Robert's Rules of Order.

- j. Time-sensitive business that must be handled between meetings will be conducted by email, in person, and/or telephone conversations with other Board members and minutes taken by the Secretary and reported at the next meeting. The President may determine what issues are time-sensitive.
- k. Members may not be paid compensation for their service as a Board member, though reasonable expenses incurred for Birmingham Footmad business may be reimbursed.
- l. The Board Committee has authority to purchase materials and equipment needed for the operation of Birmingham Footmad-sponsored activities. Said items shall remain the property of Birmingham Footmad.
- m. The Board holds the authority to bind Birmingham Footmad contractually, and the Board may delegate this power to particular individuals.
- n. The Board may designate sub-committees to undertake defined tasks and may delegate limited authority for decisions to be made on behalf of the Board. Sub-Committees must include a Board member representative.
- o. The Board from time to time enter "executive session" for sensitive discussions. The authority to conduct executive session shall be exercised with consideration of respect for parties involved, but shall not be used broadly. A majority of Board members must agree that the executive session is necessary for discussion of the topic. The executive session will comprise all Board members and invited persons with relevant executive session roles in the discussion; however, a Board member may, at his/her own discretion or that of the remaining committee members, exclude her/himself from the session if the topic being discussed involves a personal conflict of interest.

ARTICLE V: Officers

- a. The offices shall be that of President, Vice President, Secretary, and Treasurer.
- b. The Board shall elect the officers annually from among its own members at its January meeting. Officers may be re-elected to the same office.
- c. The outgoing president will preside over the January meeting until the election of the new president. At that time the incoming president will assume duties. All outgoing officers remain in place until the election of their successors.
- d. The duties of the officers shall be as follows:

President: The executive officer responsible for the operations of the group; presides at

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meetings; calls regular or special meetings as required; appoints chairpersons to committees to carry out projects or special programs; signs binding contracts on behalf of the organization.

Vice President: Shall perform the duties of the President in the event of the President's termination of office for any reason, prior to the naming of a new President by the Board Committee or during the absence of the President for a period of thirty (30) days or more; or during the President's term at any meeting requiring his or her presence. The Vice- President shall also serve as the procedural guardian for the Board.

Secretary: Shall have charge of such books, documents, and papers as the Board may determine. The Secretary shall attend and keep the Minutes of the meetings of the Board and publish these Minutes in a timely fashion to the Board and the general membership.

Treasurer: Responsible for the collection and safeguard of all funds, property, and securities for Birmingham Footmad, subject to regulations imposed by the Board. The Treasurer oversees the functions of receiving income, paying expenses, maintaining books of account, and providing reports to the Board as requested. The Treasurer shall validate all receipts, and, together with one other Birmingham Footmad member designated by the Board (but not related to or sharing household with the Treasurer), shall sign checks and promissory notes issued by Birmingham Footmad. The Treasurer files a yearly financial statement of operations as required by law and CDSS.

ARTICLE VI: Conflict of Interest

Members should openly declare their affiliations and business relationships that pertain to matters at hand. If a Board Committee member, or that member's family, household, or business, could reasonably be perceived to benefit financially from a matter before the Board Committee, that member shall not cast any vote on the matter.

ARTICLE VII: Fiscal Year

The Birmingham Footmad fiscal year begins June 1st and ends on May 31st.

ARTICLE VIII: Nominating Committee and Election of the Board Committee

A Nominating Committee shall be formed by a call for volunteers from the general membership. The Board will select the nominating committee from the list of volunteers. The Nominating Committee will:

- a. Solicit candidates to run for the Board in a quantity equal to or greater than the number

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of openings to be filled in the Board;

- b.** Publicly solicit self-nominations through all reasonable means available;
- c.** Provide all interested parties with a written description of the duties and responsibilities of the Board;
- d.** By the first Friday in October each year, present to the membership through all reasonable means available
 - i.** The list of candidates and
 - ii.** Any personal statements that individual candidates wish to make;
- e.** Conduct an election at a November dance using paper ballots
- f.** Count the votes and determine winners in the presence of at least two Board members.
- g.** In the event of a tie vote, determine the winner through the use of a coin toss, in the presence of at least two members of the Board;

ARTICLE IX: Tax Exemption Provisions

- a.** No part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code). Birmingham Footmad shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
- b.** Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted by (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE X: Amendments to By--Laws

The Board of Birmingham Footmad shall have the power to make, alter, amend, and repeal these Bylaws under the following procedure:

- a.** Proposal for change in these Bylaws shall be made at a meeting of the Board and adopted at a subsequent meeting no sooner than the next regularly scheduled meeting after introduction of the changes.

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- b.** The entire text of the proposed Amendment(s) shall be circulated to the Birmingham Footmad membership via accepted means of communications by the Birmingham Footmad Secretary at least two weeks prior to the meeting at which said Amendment(s) shall be voted upon.
- c.** Such proposal shall meet with the affirmative vote of no less than two-thirds of the entire Board. Changes of an editorial or clarifying nature may be made at the time of vote without notification provided that each such change is agreed to unanimously.